

RECORDATION NO. 27036 -T
FILED

NOV 30 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

November 30, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: TRIP 6th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of November 29, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-Q.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity Tank Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Mr. Vernon A. Williams
November 30, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

217 railcars within the following series as more particularly set forth in the attachment to the document:

TILX 160496 – TILX 160520 (inclusive)
TILX 170334 – TILX 170486
TILX 252939 – TILX 252988 (inclusive)
TILX 262214 – TILX 262223
TILX 302709 – TILX 302717
TILX 303050 – TILX 303145
TILX 401268 – TILX 401283

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

NOV 30 '07 -9 00 AM

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

TRINITY TANK CAR, INC, a Delaware corporation (the "**Seller**"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP RAIL LEASING LLC, a Delaware limited liability company (the "**Buyer**"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of August 23, 2007 among the Seller, the Buyer and, TRINITY INDUSTRIES LEASING COMPANY ("**TILC**") (solely with respect to Sections 2.7, 3.2, 3.3, 3.4, 3.17(y), 3.17(z), 3.19, 4.4 and 6.8), at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (z) certain other assets set forth on Schedule C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

* * *

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 29th day of November, 2007.

TRINITY TANK CAR, INC

By: 

Name: James E. Perry

Title: Treasurer and Asst. Secretary

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC, its Managing Member

By: Trinity Industries Leasing Company,
its Manager

By: 

Name: Eric Marchetto

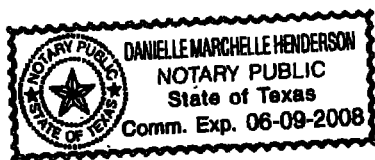
Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James E. Perry, who upon oath, acknowledged himself to be Treasurer and Assistant Secretary of TRINITY TANK CAR, INC, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY TANK CAR, INC.

WITNESS my hand and official seal this 29th day of November, 2007.



Danielle Henderson
Notary Public

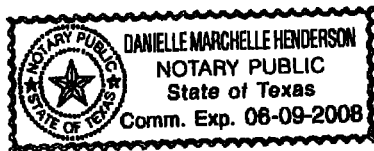
MY COMMISSION EXPIRES:

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Rail Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Rail Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the Delaware corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 29th day of November, 2007.



Danielle Henderson
Notary Public

MY COMMISSION EXPIRES: 6/9/08

SCHEDULE A
to Bill of Sale and Assignment
and Assumption Agreement

**RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;
PURCHASE AMOUNT¹**

[see attached]

¹ **Purchase Amount:** The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

TRIP RAIL LEASING LLC**Close 6****Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX170334	2739	October-07	Tank
2	TILX170340	2739	October-07	Tank
3	TILX170352	2739	October-07	Tank
4	TILX170353	2739	October-07	Tank
5	TILX170354	2739	October-07	Tank
6	TILX170357	2739	October-07	Tank
7	TILX170360	2739	October-07	Tank
8	TILX170361	2739	October-07	Tank
9	TILX170362	2739	October-07	Tank
10	TILX170363	2739	October-07	Tank
11	TILX170364	2739	October-07	Tank
12	TILX170365	2739	October-07	Tank
13	TILX170366	2739	October-07	Tank
14	TILX170367	2739	October-07	Tank
15	TILX170368	2739	October-07	Tank
16	TILX170369	2739	October-07	Tank
17	TILX170377	2739	October-07	Tank
18	TILX170382	2739	October-07	Tank
19	TILX170383	2739	October-07	Tank
20	TILX170387	2739	October-07	Tank
21	TILX170392	2739	October-07	Tank
22	TILX170393	2739	October-07	Tank
23	TILX170395	2739	October-07	Tank
24	TILX170404	2739	October-07	Tank
25	TILX170466	2739	October-07	Tank
26	TILX170469	2739	October-07	Tank
27	TILX170472	2739	October-07	Tank
28	TILX170473	2739	October-07	Tank
29	TILX170478	2739	October-07	Tank
30	TILX170479	2739	October-07	Tank
31	TILX170486	2739	October-07	Tank
32	TILX401268	5712	September-07	Tank
33	TILX401270	5712	September-07	Tank
34	TILX401272	5712	September-07	Tank
35	TILX401273	5712	September-07	Tank
36	TILX401275	5712	October-07	Tank
37	TILX401276	5712	October-07	Tank
38	TILX401277	5712	October-07	Tank
39	TILX401278	5712	October-07	Tank
40	TILX401279	5712	October-07	Tank
41	TILX401280	5712	October-07	Tank
42	TILX401281	5712	October-07	Tank
43	TILX401282	5712	October-07	Tank
44	TILX401283	5712	October-07	Tank
45	TILX302709	42122	October-07	Tank
46	TILX302710	42122	October-07	Tank

TRIP RAIL LEASING LLC**Close 6****Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
47	TILX302711	42122	October-07	Tank
48	TILX302712	42122	October-07	Tank
49	TILX302713	42122	October-07	Tank
50	TILX302714	42122	October-07	Tank
51	TILX302717	42122	October-07	Tank
52	TILX252939	27719	September-07	Tank
53	TILX252940	27719	September-07	Tank
54	TILX252941	27719	September-07	Tank
55	TILX252942	27719	September-07	Tank
56	TILX252943	27719	September-07	Tank
57	TILX252944	27719	September-07	Tank
58	TILX252945	27719	September-07	Tank
59	TILX252946	27719	September-07	Tank
60	TILX252947	27719	September-07	Tank
61	TILX252948	27719	September-07	Tank
62	TILX252949	27719	September-07	Tank
63	TILX252950	27719	October-07	Tank
64	TILX252951	27719	October-07	Tank
65	TILX252952	27719	October-07	Tank
66	TILX252953	27719	October-07	Tank
67	TILX252954	27719	October-07	Tank
68	TILX252955	27719	October-07	Tank
69	TILX252956	27719	October-07	Tank
70	TILX252957	27719	October-07	Tank
71	TILX252958	27719	October-07	Tank
72	TILX252959	27719	October-07	Tank
73	TILX252960	27719	October-07	Tank
74	TILX252961	27719	October-07	Tank
75	TILX252962	27719	October-07	Tank
76	TILX252963	27719	October-07	Tank
77	TILX252964	27719	September-07	Tank
78	TILX252965	27719	September-07	Tank
79	TILX252966	27719	September-07	Tank
80	TILX252967	27719	September-07	Tank
81	TILX252968	27719	September-07	Tank
82	TILX252969	27719	September-07	Tank
83	TILX252970	27719	September-07	Tank
84	TILX252971	27719	September-07	Tank
85	TILX252972	27719	September-07	Tank
86	TILX252973	27719	September-07	Tank
87	TILX252974	27719	September-07	Tank
88	TILX252975	27719	September-07	Tank
89	TILX252976	27719	October-07	Tank
90	TILX252977	27719	October-07	Tank
91	TILX252978	27719	October-07	Tank
92	TILX252979	27719	October-07	Tank

TRIP RAIL LEASING LLC**Close 6****Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
93	TILX252980	27719	October-07	Tank
94	TILX252981	27719	October-07	Tank
95	TILX252982	27719	October-07	Tank
96	TILX252983	27719	October-07	Tank
97	TILX252984	27719	October-07	Tank
98	TILX252985	27719	October-07	Tank
99	TILX252986	27719	October-07	Tank
100	TILX252987	27719	October-07	Tank
101	TILX252988	27719	October-07	Tank
102	TILX303050	8869	September-07	Tank
103	TILX303053	8869	September-07	Tank
104	TILX303054	8869	September-07	Tank
105	TILX303055	8869	September-07	Tank
106	TILX303062	8869	September-07	Tank
107	TILX303063	8869	September-07	Tank
108	TILX303064	8869	September-07	Tank
109	TILX303065	8869	September-07	Tank
110	TILX303066	8869	September-07	Tank
111	TILX303068	8869	September-07	Tank
112	TILX303069	8869	September-07	Tank
113	TILX303070	8869	October-07	Tank
114	TILX303071	8869	September-07	Tank
115	TILX303072	8869	September-07	Tank
116	TILX303073	8869	September-07	Tank
117	TILX303074	8869	September-07	Tank
118	TILX303075	8869	October-07	Tank
119	TILX303076	8869	September-07	Tank
120	TILX303077	8869	September-07	Tank
121	TILX303078	8869	October-07	Tank
122	TILX303079	8869	September-07	Tank
123	TILX303080	8869	September-07	Tank
124	TILX303081	8869	September-07	Tank
125	TILX303082	8869	September-07	Tank
126	TILX303083	8869	October-07	Tank
127	TILX303084	8869	October-07	Tank
128	TILX303085	8869	October-07	Tank
129	TILX303086	8869	October-07	Tank
130	TILX303087	8869	October-07	Tank
131	TILX303088	8869	October-07	Tank
132	TILX303089	8869	October-07	Tank
133	TILX303090	8869	October-07	Tank
134	TILX303091	8869	October-07	Tank
135	TILX303092	8869	October-07	Tank
136	TILX303093	8869	October-07	Tank
137	TILX303094	8869	October-07	Tank
138	TILX303095	8869	October-07	Tank

TRIP RAIL LEASING LLC**Close 6****Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
139	TILX303096	8869	October-07	Tank
140	TILX303097	8869	October-07	Tank
141	TILX303098	8869	October-07	Tank
142	TILX303099	8869	October-07	Tank
143	TILX303100	8869	October-07	Tank
144	TILX303101	8869	October-07	Tank
145	TILX303102	8869	October-07	Tank
146	TILX303103	8869	October-07	Tank
147	TILX303105	8869	October-07	Tank
148	TILX303106	8869	October-07	Tank
149	TILX303107	8869	October-07	Tank
150	TILX303108	8869	October-07	Tank
151	TILX303109	8869	October-07	Tank
152	TILX303110	8869	October-07	Tank
153	TILX303111	8869	October-07	Tank
154	TILX303112	8869	October-07	Tank
155	TILX303113	8869	October-07	Tank
156	TILX303114	8869	October-07	Tank
157	TILX303115	8869	October-07	Tank
158	TILX303116	8869	October-07	Tank
159	TILX303117	8869	October-07	Tank
160	TILX303118	8869	October-07	Tank
161	TILX303119	8869	October-07	Tank
162	TILX303120	8869	October-07	Tank
163	TILX303121	8869	October-07	Tank
164	TILX303122	8869	October-07	Tank
165	TILX303123	8869	October-07	Tank
166	TILX303124	8869	October-07	Tank
167	TILX303125	8869	October-07	Tank
168	TILX303126	8869	October-07	Tank
169	TILX303127	8869	October-07	Tank
170	TILX303128	8869	October-07	Tank
171	TILX303129	8869	October-07	Tank
172	TILX303130	8869	October-07	Tank
173	TILX303131	8869	October-07	Tank
174	TILX303132	8869	October-07	Tank
175	TILX303133	8869	October-07	Tank
176	TILX303134	8869	October-07	Tank
177	TILX303135	8869	October-07	Tank
178	TILX303136	8869	October-07	Tank
179	TILX303137	8869	October-07	Tank
180	TILX303138	8869	October-07	Tank
181	TILX303139	8869	October-07	Tank
182	TILX303140	8869	October-07	Tank
183	TILX303141	8869	October-07	Tank
184	TILX303142	8869	October-07	Tank

TRIP RAIL LEASING LLC**Close 6****Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
185	TILX303143	8869	October-07	Tank
186	TILX303144	8869	October-07	Tank
187	TILX303145	8869	October-07	Tank
188	TILX262214	10060	October-07	Tank
189	TILX262215	10060	October-07	Tank
190	TILX262216	10060	October-07	Tank
191	TILX262219	10060	October-07	Tank
192	TILX262223	10060	October-07	Tank
193	TILX160496	44337	October-07	Tank
194	TILX160497	44337	October-07	Tank
195	TILX160498	44337	October-07	Tank
196	TILX160499	44337	October-07	Tank
197	TILX160500	44337	October-07	Tank
198	TILX160501	44337	October-07	Tank
199	TILX160502	44337	October-07	Tank
200	TILX160503	44337	October-07	Tank
201	TILX160504	44337	October-07	Tank
202	TILX160505	44337	October-07	Tank
203	TILX160506	44337	October-07	Tank
204	TILX160507	44337	October-07	Tank
205	TILX160508	44337	October-07	Tank
206	TILX160509	44337	October-07	Tank
207	TILX160510	44337	October-07	Tank
208	TILX160511	44337	October-07	Tank
209	TILX160512	44337	October-07	Tank
210	TILX160513	44337	October-07	Tank
211	TILX160514	44337	October-07	Tank
212	TILX160515	44337	October-07	Tank
213	TILX160516	44337	October-07	Tank
214	TILX160517	44337	October-07	Tank
215	TILX160518	44337	October-07	Tank
216	TILX160519	44337	October-07	Tank
217	TILX160520	44337	October-07	Tank

[Bill of Sale and Assignment and Assumption Agreement (TTC)]

SCHEDULE B
to Bill of Sale and Assignment
and Assumption Agreement

LEASES

[see attached]

Exhibit B

Leases

1. Thirty-one (31) units identified with marks TILX 170334, TILX 170340, TILX 170352 – 170354, TILX 170357, TILX 170360 – 170369, TILX 170377, TILX 170382 - 170383, TILX 170387, TILX 170392 – 170393, TILX 170395, TILX 170404, TILX 170466, TILX 170469, TILX 170472 – 170473, TILX 170478 – 170479, and TILX 170486 leased pursuant to Rider Sixty-six (66) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
2. Thirteen (13) units identified with marks TILX 401268, TILX 401270, TILX 401272 – 401273, and TILX 401275 – 401283 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated January 15, 2002 between Trinity Industries Leasing Company and Honeywell International, Inc.
3. Seven (7) units identified with marks TILX 302709 – 302714, and TILX 302717 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 4, 2007 between Trinity Industries Leasing Company and Kiva Energy, Inc.
4. Fifty (50) units identified with marks TILX 252939 – 252988 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated June 16, 2005 between Trinity Industries Leasing Company and Paramount Petroleum Corporation.
5. Eighty-six (86) units identified with marks TILX 303050, TILX 303053 – 303055, TILX 303062 – 303066, TILX 303068 – 303103, and TILX 303105 – 303145 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated May 21, 2002 between Trinity Industries Leasing Company and Plains Marketing Canada, LP.
6. Five (5) units identified with marks TILX 262214 – 262216, TILX 262219, and TILX 262223 leased pursuant to Rider Thirty-nine (39) to that certain Railroad Car Lease Agreement dated May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
7. Twenty-five (25) units identified with marks TILX 160496 – 160520 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 12, 2007 between Trinity Industries Leasing Company and Westlake Vinyls Corporation.

SCHEDULE C

OTHER TRANSFERRED ASSETS

None